

WEIL, GOTSHAL & MANGES LLP
Stephen Karotkin (*pro hac vice*)
(stephen.karotkin@weil.com)
Richard W. Slack (*pro hac vice*)
(richard.slack@weil.com)
Theodore E. Tsekerides (*pro hac vice*)
(theodore.tsekerides@weil.com)
Jessica Liou (*pro hac vice*)
(jessica.liou@weil.com)
Matthew Goren (*pro hac vice*)
(matthew.goren@weil.com)
767 Fifth Avenue
New York, NY 10153-0119
Tel: 212 310 8000
Fax: 212 310 8007

KELLER BENVENUTTI KIM LLP
Tobias S. Keller (#151445)
(tkeller@kbkllp.com)
Peter J. Benvenutti (#60566)
(pbbenvenutti@kbkllp.com)
Jane Kim (#298192)
(jkim@kbkllp.com)
650 California Street, Suite 1900
San Francisco, CA 94108
Tel: (415) 496-6723
Fax: (650) 636-9251

*Attorneys for Debtors and
Reorganized Debtors*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION.

- and -

PACIFIC GAS AND ELECTRIC COMPANY,

Debtors

- Affects PG&E Corporation
 - Affects Pacific Gas and Electric Company
 - Affects both Debtors

** ALL PAPERS SHALL BE FILED IN
THE LEAD CASE NO. 19-30088 (DM)*

Case Nos. 19-30088 (DM)
(Lead Case)(Jointly Administered)

**DECLARATION OF ROBB MCWILLIAMS IN
SUPPORT OF REORGANIZED DEBTORS'
MOTION TO APPROVE ADR AND RELATED
PROCEDURES FOR RESOLVING GENERAL
CLAIMS**

Date: September 22, 2020

Date: September 22, 1923
Time: 10:00 a.m. (Pacific Time)

Place: (Telephonic or Video Only)

(Telephone or Video Conference)
United States Bankruptcy Court

**United States Bankruptcy
Courtroom 17, 16th Floor**

Courtroom 17, Four Pier
San Francisco, CA 94102

Objection Deadline: September 15, 2020, 4:00 pm (PT)

1 I, Robb C. McWilliams, pursuant to section 1746 of title 28 of the United States Code, hereby
2 declare under penalty of perjury that the following is true and correct to the best of my knowledge,
3 information, and belief:

4 1. I am a Managing Director at the firm of AlixPartners, LLP (“**AlixPartners**”), which is
5 an affiliate of both AlixPartners, LLC and AP Services, LLC, (“**APS**”), which provided interim
6 management services to Pacific Gas and Electric Corporation and Pacific Gas and Electric Company,
7 as debtors and reorganized debtors (collectively, the “**Debtors**,” or, as reorganized pursuant to the
8 Plan, the “**Reorganized Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”).
9 I submit this Declaration in support of the *Reorganized Debtors’ Motion to Approve ADR and Related*
10 *Procedures* (the “**Motion**”),¹ filed contemporaneously herewith.

11 2. In my current position, I am responsible for overseeing the Bankruptcy Case
12 Management component of AlixPartners’ assignment to assist the Reorganized Debtors with various
13 matters related to these Chapter 11 Cases. My area of responsibility includes the effort by
14 AlixPartners, in coordination with the Reorganized Debtors, to review and assess the validity of all
15 claims asserted against the Debtors, other than Fire Claims and Subrogation Wildfire Claims, and
16 providing limited support with respect to Subordinated Securities Claims. I am generally familiar with
17 the Reorganized Debtors’ day-to-day operations, financing arrangements, business affairs, and books
18 and records. Except as otherwise indicated herein, all facts set forth in this Declaration are based upon
19 my personal knowledge, the knowledge of other APS professionals working under and alongside me
20 on this matter, my discussions with the Reorganized Debtors’ personnel, the Reorganized Debtors’
21 various other advisors and counsel, and my review of relevant documents and information prepared
22 by the Reorganized Debtors. If called upon to testify, I would testify competently to the facts set forth
23 in this Declaration. I am authorized to submit this declaration on behalf of the Reorganized Debtors.

24 3. The AlixPartners team under my supervision has been actively and intimately involved
25 in the claims review and reconciliation process since shortly after the filing of these Chapter 11 Cases.
26 AlixPartners initially assisted the Debtors in the preparation of their bankruptcy schedules based on

27 ¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in
28 the Motion.

1 the Debtors' books and records. As claims were filed, AlixPartners coordinated with the Debtors the
2 process of reconciling filed claims with the Debtors' schedules to determine the validity of filed claims
3 based on those schedules. AlixPartners has developed and maintains a claims reconciliation database
4 and various data management applications that are used by the Reorganized Debtors and AlixPartners
5 to identify both valid claims as well as claims that are not valid in whole or in part and the appropriate
6 grounds for objection to such claims. AlixPartners is now supporting, and will continue to support,
7 the efforts of the Reorganized Debtors and their counsel to resolve disputed claims, including by
8 formal objections as necessary.

9 4. As of the date of this Declaration, the Reorganized Debtors have received in excess of
10 12,000 Proofs of Claim for General Claims,² from over 8,000 General Claimants. The efforts to
11 reconcile these claims remain ongoing. The Reorganized Debtors anticipate requiring substantial
12 additional information to resolve these Proofs of Claim expeditiously. For example, there are
13 approximately 900 filed Proofs of Claim that assert claims or amounts that the Reorganized Debtors
14 have been unable, based on the ongoing claims review and reconciliation effort, to locate in their books
15 and records. The Debtors have also identified over 2,000 Proofs of Claim for which absolutely no
16 documentation or information beyond the General Claimant's name and address was provided. The
17 Debtors have informally solicited additional information from over 90% of these Claimants, but the
18 vast majority of them have not provided further information. Over 3,500 General Claims have been
19 resolved to date, largely through the procedures set forth in the Bankruptcy Court's July 30, 2020
20 *Order Approving (A) Procedures for Filing Omnibus Objections to Claims and (B) the Form and*
21 *Manner of the Notice of Omnibus Objections* [Dkt. No. 8228].

22 ///
23 ///

24 ///
25

27 2 As set forth in the Motion, General Claims are defined as all Claims other than (i) Fire Victim Claims,
28 (ii) Subrogation Wildfire Claims, and (iii) Subordinated Securities Claims.

1 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and
2 correct to the best of my knowledge, information, and belief. Executed this 1st day of September,
3 2020, in Dallas, Texas.

4
5 */s/ Robb McWilliams*
6 Robb McWilliams
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28